

RECORDATION NO. 9875-S Filed 1425

**BRAE**  
CORPORATION

JAN 11 1980 -2 05 PM

INTERSTATE COMMERCE COMMISSION

January 10, 1980

RECORDATION NO. 9875-R Filed 1425

JAN 11 1980 -2 05 PM

INTERSTATE COMMERCE COMMISSION

Ms. Agatha Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

RECORDATION NO. 10630-47 Filed 1425

JAN 11 1980 -2 05 PM

Dear Ms. Mergenovich:

INTERSTATE COMMERCE COMMISSION

Enclosed for filing pursuant to 49 U.S.C. §11303 are several copies of the following documents which relate to the railroad equipment described on and marked in accordance with Schedule A to this letter.

1. Supplement No. 1 dated as of January 10, 1980 to the Lease Agreement dated as of July 13, 1979 and the related Substitution Agreement by and between Brae Corporation, as Lessor, and Columbia & Cowlitz Railway Company, as Lessee.

2. Amendment Agreement Number Two dated as of December 16, 1979 to the Equipment Trust Agreement dated as of June 1, 1979, as amended by a First Amendment dated as of December 7, 1979 (the "Agreement") by and between Morgan Guaranty Trust Company of New York, as Trustee, and Brae Corporation.

3. Amendment dated as of January 10, 1980 to the Assignment of Lease and Agreement dated as of December 3, 1979 by and between Morgan Guaranty Trust Company of New York and Brae Corporation.

The names and addresses of the parties to the documents described above are as follows:

1. Supplement No. 1 to the Lease Agreement Between Brae Corporation and Columbia & Cowlitz Railway Company:

Lessor:

Brae Corporation  
Three Embarcadero Center  
San Francisco, California  
94111

Lessee:

Columbia & Cowlitz  
Railway Company  
P.O. Box 188  
Longview, Washington 98632

2. Amendment Agreement Number Two:

Lessee-Guarantor: Brae Corporation  
Three Embarcadero Center  
San Francisco, California  
94111

Trustee: Morgan Guaranty Trust  
Company of New York  
30 West Broadway  
New York, New York 10015

3. Amendment to the Assignment of Lease and Agreement:

Assignee-Trustee: Morgan Guaranty Trust  
Company of New York  
30 West Broadway  
New York, New York 10015

Assignor-Lessor: Brae Corporation  
Three Embarcadero Center  
San Francisco, California  
94111

Lessee: Columbia & Cowlitz  
Railway Company  
P.O. Box 188  
Longview, Washington 98632

In view of the fact that these documents relate to documents previously recorded, it is requested that they be assigned the next available letter designation under the following recordation numbers:

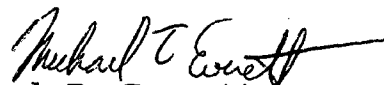
<u>Enclosed Document</u>	<u>Recordation Number</u>
1. Supplement No. 1 to the Lease Agreement dated as of July 13, 1979 between Brae Corporation and Columbia & Cowlitz Railway Company	9875
2. Amendment Agreement Number Two to the Equipment Trust Agreement, as amended	10630
3. Amendment to the Assignment of the Lease and Agreement	9875

Please file the enclosed documents under the designations indicated above and cross-index them under the names of the parties as previously stated. A check payable to the Interstate Commerce Commission in the amount of \$30.00 has been enclosed to cover the filing fee.

Please return to the person presenting this letter your fee receipt, the enclosed copies of this letter and any copies of the documents not required for recordation, all stamped to indicate appropriate filing information.

Thank you.

Very truly yours,

  
Michael T. Everett  
Assistant Secretary

Enclosures

SCHEDULE A

<u>Lessee</u>	<u>No. of Boxcars</u>	<u>Date of Leases</u>	<u>Term</u>	<u>Equipment Identification Numbers (Both Inclusive)</u>	<u>Description</u>	<u>AAR Mechanic Designat.</u>
1. Railroad Consultants*	50	December 1, 1978	Approximately 15 years	UO 1500- UO 1549	50'6", 70-ton	XM
2. Berlin-Hills Railway, Inc.	300	November 2, 1978	Approximately 15 years	BMS 00201- BMS 00500	50'6", 70-ton	XM
3. Columbia & Cowlitz Railway Company	100	July 13, 1979	Approximately 15 years	CLC 3401- CLC 3500	52'6"	XP
4. South Branch Valley Rail Road	50	April 30, 1979	Approximately 15 years	SBVR 2001- SBVR 2050	50'6", 70-ton	XM
5. Michigan Interstate Railway Company	100	December 20, 1978	Approximately 15 years	AA 5100- AA 5199	50'6", 70-ton	XM

\*Railroad Consultants has subleased the boxcars by a sublease dated December 1, 1978, to Union Railroad of Oregon.

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

1/11/80

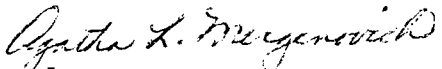
**OFFICE OF THE SECRETARY**

**Michael T. Everett**  
**Asst. Secretary**  
**Brae Corporation**  
**Three Embarcadero Center**  
**San Francisco, Calif. 94111**

Dear **Sir**:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **1/11/80** at **2:05pm**, and assigned re-  
recording number(s). **9875-R, 9875-S, 10630-M**

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

RECORDATION NO. 9875-R Filed 1425

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INTERSTATE COMMERCE COMMISSION

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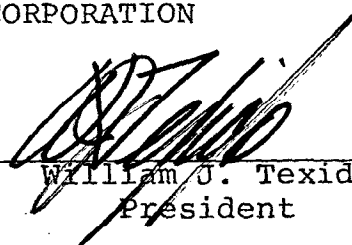
Equipment Schedule No. Three attached hereto supplements Equipment Schedule No. Three attached to the Lease Agreement which relates to 100 railroad cars numbered CLC 3401-CLC 3500 (both inclusive).

Except as expressly amended hereby, the Lease Agreement remains in full force and effect.

IN WITNESS WHEREOF, Brae Corporation has caused this Supplement No. 1 to be executed and delivered by its proper and duly authorized representative as of January 10, 1980.

BRAE CORPORATION

By

  
William J. Texido  
President

## EQUIPMENT SCHEDULE No. Three

BRAE CORPORATION hereby leases the following Cars to COLUMBIA & COWLITZ RAILWAY COMPANY pursuant to that certain Lease Agreement dated as of July 13, 1979.

A.A.R. Mech. Design	Description	Numbers	Length	Dimensions		Doors Width	No. of Cars
				Inside Width	Height		
XP	General Purpose Boxcar, 70 ton truck w/E.O.C.	CLC 3401 - CLC 3500, both inclusive	52'6"	9'6"	11'3"	DBL 8' Plug 2' offset	100

BRAE CORPORATION

BY: J. A. PenaTITLE: Vice - PresidentDATE: 11/15/79

COLUMBIA &amp; COWLITZ RAILWAY COMP

BY: J. H. KauffmanTITLE: DirectorDATE: 11/28/79

This Equipment No. Three, together with Equipment Schedules Two and Four are substituted in place of the original Equipment Schedule attached to the above-mentioned Lease.

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

)  
)  
) ss.:

On this 10th day of January, 1980, before me personally appeared William J. Texido, to me personally known, who being by me duly sworn says that such person is President of Brae Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Mirella R. Abbo  
Notary Public

(SEAL)



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INTERSTATE COMMERCE COMMISSION

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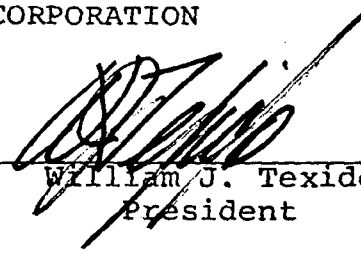
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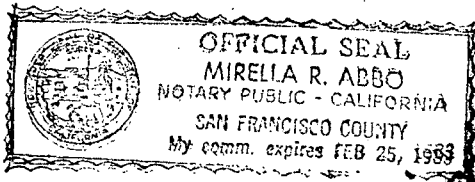
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Mirella R. Abbo  
Notary Public

(SEAL)